

The Companies Act 2006

Company Limited by Shares

**GWYNT Y MOR OFFSHORE WIND FARM LIMITED**  
(the "Company")

Passed on 24<sup>th</sup> June 2020

The following resolution was duly passed as a written Special Resolution in accordance with Chapter 2, Part 13 of the Companies Act 2006.

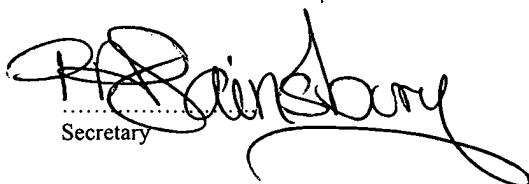
**BACKGROUND**

1. It was noted that the Company, as agent for the undersigned members of the Company, and Awel y Môr Offshore Wind Farm Limited ("AYM") are proposing to enter into an agreement pursuant to which AYM will compensate the Company for production losses incurred by the Company as a result of the operation of the offshore wind farm business owned and operated by AYM (the "**Hold Harmless Agreement**").
2. It was also noted that AYM has requested that the Company provide a letter of no objection pursuant to which the Company agrees not to object to The Crown Estate granting an agreement for lease to AYM in the proximity of the Company's wind farm (the "**No-objection Letter**").
3. It was also noted that in order for a quorum to be present at the Company's next board meeting (to take place on 24 June 2020) (the "**Board Meeting**") to approve and authorise the execution of the Hold Harmless Agreement and No-objection Letter, the directors' conflict provisions contained in the Company's shareholders' agreement ("**SHA**") and the Company's articles of association ("**Articles**") need to be disapplied.

**SPECIAL RESOLUTION**

4. IT IS HEREBY RESOLVED that the directors' conflict provisions contained in the SHA (including, without limitation, clause 4.5) and the Company's articles of association (including, without limitation, article 15) be and are hereby disapplied in respect of the Board Meeting to enable any directors of the Company (who but for this resolution would be conflicted from forming a quorum and voting at the Board Meeting) to form part of the quorum and vote at the Board Meeting on any matter, and in particular to authorise entry into the Hold Harmless Agreement and the No-objection Letter.

Signed

  
Secretary

